

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
ALFRED FAIT, Individually and on Behalf	:	
of All Others Similarly Situated,	:	
	:	
Plaintiff,	:	
	:	09 Civ. 3161 (LAK)
-against-	:	
	:	ECF Case
	:	
REGIONS FINANCIAL CORPORATION,	:	
et al.,	:	
	:	
Defendants.	:	
	:	
	X	

DECLARATION OF CLAIRE E. HUNTER

I, Claire E. Hunter, hereby declare as follows under penalty of perjury:

1. I am a member of the Bar of this Court and of the State of New York and am associated with Sullivan & Cromwell LLP, counsel in this action for Regions Financial Corporation (“Regions”), Regions Financing Trust III, C. Dowd Ritter, Samuel W. Bartholomew, Jr., George W. Bryan, David J. Cooper, Earnest W. Deavenport, Jr., Don DeFosset, James R. Malone, Susan W. Matlock, Charles D. McCrary, Claude B. Nielson, Jorge M. Perez, Lee J. Styslinger, III, Spence L. Wilson and John R. Roberts.
2. I submit this declaration on behalf of the above-named defendants in support of their Motion to Dismiss the First Amended Complaint.

3. Attached hereto as Exhibit A is a copy of the Amended Complaint, filed on August 28, 2009 as docket entry 34 in this action.

4. Attached hereto as Exhibit B is a copy of Regions Financing Trust III's Supplement to Prospectus dated May 11, 2007, filed with the Securities and Exchange Commission ("SEC") on April 28, 2008.

5. Attached hereto as Exhibit C is a copy of Regions' Form 10-K for the fiscal year ended December 31, 2007, filed with the SEC on February 27, 2008.

6. Attached hereto as Exhibit D is a copy of the Complaint filed on April 1, 2009 as docket entry 1 in this action.

7. Attached hereto as Exhibit E is a copy of the June 29, 2009, Order granting Trustee Howard M. Rensin's motion to be appointed lead plaintiff, filed on June 29, 2009 as docket entry 23 in this action.

8. Attached hereto as Exhibit F is a copy of docket entry 23 in this action.

9. Attached hereto as Exhibit G is a copy of Statement of Financial Accounting Standards No. 142, dated June 2001, available at <http://www.fasb.org/cs/BlobServer?blobcol=urldata&blobtable=MungoBlobs&blobkey=id&blobwhere=1175818827708&blobheader=application%2Fpdf>.

10. Attached hereto as Exhibit H is a copy of SEC Staff Accounting Bulletin No. 102 – Selected Loan Loss Allowance Methodology and Documentation Issues, dated July 6, 2001, available at <http://www.sec.gov/interps/account/sab102.htm>.

11. Attached hereto as Exhibit I is a copy of an excerpt from Luis Betancourt, Christian Johnson & Sharon Nowakowski, *Mortgage Banking Activities and*

Mortgage-Backed Securities, in 5208 Accounting Policy & Practice Portfolios, at A-601, 603 (BNA, 2008).

12. Attached hereto as Exhibit J is a copy of an excerpt of Statement of Financial Accounting Standards No. 141, dated December 2007, available in full at <http://www.fasb.org/cs/BlobServer?blobcol=urldata&blobtable=MungoBlobs&blobkey=id&blobwhere=1175818828579&blobheader=application%2Fpdf>.

13. Attached hereto as Exhibit K is a copy of Remarks by Mr. Alan Greenspan, Chairman of the Board of Governors of the Federal Reserve System, at a symposium sponsored by the Federal Reserve Bank of Kansas City, Jackson Hole on August 30, 2002, available at <http://www.bis.org/review/r020905a.pdf>.

14. Attached hereto as Exhibit L is a copy of the Testimony of Mr. Alan Greenspan before the House Committee of Government Oversight and Reform on October 23, 2008, available at <http://oversight.house.gov/documents/20081023100438.pdf>.

15. Attached hereto as Exhibit M is a copy of Regions' Form 8-K, filed with the SEC on January 3, 2008.

16. Attached hereto as Exhibit N is a copy of Regions' Form 8-K, filed with the SEC on January 22, 2008.

17. Attached hereto as Exhibit O is a copy of Regions' Form 8-K, filed with the SEC on April 15, 2008.

18. Attached hereto as Exhibit P is a copy of a BBC News article entitled *Markets Rattled by Bank Worries*, dated March 17, 2008, available at <http://newsvote.bbc.co.uk/mpapps/pagetools/print/news.bbc.co.uk/2/hi/business/7300017.stm>.

19. Attached hereto as Exhibit Q is a chart showing Regions stock closing prices on each trading day between March 14 and April 30, 2008, and a list of closing prices on those days obtained from Bloomberg Finance, L.P.

20. Attached hereto as Exhibit R is a copy of a Wall Street Journal article by Matthew Karnitschnig, Deborah Solomon, Liam Plevin & Jon Hilsnrath, entitled *U.S. to Take Over AIG in \$85 Billion Bailout; Central Banks Inject Cash as Credit Dries Up*, dated September 16, 2008, available at <http://online.wsj.com/article/SB122156561931242905.html>.

21. Attached hereto as Exhibit S is a copy of a New York Times article by Andrew Sorkin & Vikas Bajaj, entitled *Shift for Goldman and Morgan an End of an Era*, dated September 21, 2008, available at <http://www.nytimes.com/2008/09/22/business/22bank.html>.

22. Attached hereto as Exhibit T is a copy of a Wall Street Journal article by Robin Sidel, David Enrich & Don Fitzpatrick, entitled *WaMu Is Seized, Sold Off to J.P. Morgan, In Largest Failure in U.S. Banking History*, dated September 26, 2008, available at <http://online.wsj.com/article/SB122238415586576687.html>.

23. Attached hereto as Exhibit U is a copy of a Wall Street Journal article by David Enrich & Don Fitzpatrick, entitled *Wachovia Chooses Wells Fargo, Spurns Citi*, dated October 4, 2008, available at <http://online.wsj.com/article/SB122303190029501925.html>.

24. Attached hereto as Exhibit V is a copy of a New York Times Article by David Herszenhorn, entitled *Bailout Plan Wins Approval; Democrats Vow*

Tighter Rules, dated October 4, 2008, <http://www.nytimes.com/2008/10/04/business/economy/04bailout.html>.

25. Attached hereto as Exhibit W is a copy of a Barron's article by Randall Forsyth, entitled *Credit Markets Freeze as Money Markets Ease*, dated October 27, 2008, available at <http://online.barrons.com/article/SB122488817411068297.html>.

26. Attached hereto as Exhibit X is a copy of a letter from Amit Pande, Assistant Chief Accountant of the SEC, to Irene Esteves, Chief Financial Officer of Regions Financial Corporation, dated June 17, 2008, available at <http://sec.gov/Archives/edgar/data/1281761/000000000008030232/filename1.pdf>.

27. Attached hereto as Exhibit Y is a copy of a letter from Irene Esteves, Chief Financial Officer of Regions Financial Corporation, to Amit Pande, Assistant Chief Accountant of the SEC, dated July 1, 2008, available at <http://www.sec.gov/Archives/edgar/data/1281761/000119312508145184/filename1.htm>.

28. Attached hereto as Exhibit Z is a copy of a letter from Amit Pande, Assistant Chief Accountant of the SEC, to Irene Esteves, Chief Financial Officer of Regions Financial Corporation, dated July 10, 2008, available at <http://sec.gov/Archives/edgar/data/1281761/000000000008034095/filename1.pdf>.

29. Attached hereto as Exhibit AA is a copy of Regions' Form 8-K, filed with the SEC on January 20, 2009.

30. Attached hereto as Exhibit BB is a chart showing the closing prices of Regions Financing Trust III 8.875% Trust Preferred Securities on each trading day between January 16, 2009 and January 28, 2009, and a list of opening and closing prices on those days obtained from Bloomberg Finance, L.P.

31. Attached hereto as Exhibit CC is a chart showing closing prices of Regions Financing Trust III 8.875% Trust Preferred Securities on each trading day between July 27, 2009 and October 26, 2009, and a list of closing prices on those days obtained from Bloomberg Finance, L.P.

32. Attached hereto as Exhibit DD is a copy of the Stipulation and Order extending the time to file any consolidated amended complaint, filed on April 28, 2009 as docket entry 4 in this action.

33. Attached hereto as Exhibit EE is a copy of Trustee Howard M. Rensin's motion to consolidate cases 1:09-cv-03161, 1:09-cv-03976., to appoint Howard M. Rensin, Trustee to serve as lead plaintiff and to appoint lead counsel, filed on June 1, 2009 as docket entry 16 in this action.

34. Attached hereto as Exhibit FF is a copy of the Notice of Non-Opposition to Motion of Howard M. Rensin, Trustee for Howard M. Rensin IRA, for appointment as lead plaintiff and approval of selection of lead counsel, filed on June 17, 2009 as docket entry 22 in this action.

35. Attached hereto as Exhibit GG is a copy of the transcript of the May 29, 2009 status conference in this action.

Dated: October 27, 2009

s/Claire E. Hunter
Claire E. Hunter (CH 0531)
125 Broad St.
New York, New York 10004-2498
(212) 558-4000
E-mail: hunterc@sullcrom.com